

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

JAMES SPANO et al.,

Plaintiffs,

-against-

SOLAR-FI ADVISOR, LLC d/b/a
SUNROCKET CAPITAL et al.,

Defendants.

Case No. 1:24-cv-9310 (JLR)

ORDER

JENNIFER L. ROCHON, United States District Judge:

Plaintiffs James Spano and ILYM Solar, LLC (“Plaintiffs”) bring this action against Defendants Solar-Fi Advisor, LLC d/b/a/ Sunrocket Capital (“Solar-Fi LLC”), Brian Sidman, Kevin Adler, Allen Funk, and Red Oak Advisors, LLC (“Red Oak LLC” and, collectively, “Defendants”), invoking this Court’s subject matter jurisdiction on the ground of diversity of citizenship. *See* 28 U.S.C. § 1332. Plaintiffs allege that James Spano is a citizen of New Jersey and that ILYM Solar, LLC, is a New Jersey LLC with its principal place of business in New Jersey. Dkt. 1 (“Compl.”) ¶¶ 1-2. Plaintiffs further allege that Defendant Solar-Fi LLC is a Delaware LLC with its principal place of business in Miami, Florida; Defendant Sidman is a Florida citizen; Defendants Funk and Adler are New York citizens; and Defendant Red Oak LLC is a Delaware LLC. *Id.* ¶¶ 3-4. However, Plaintiffs do not adequately allege the citizenship of ILYM Solar, LLC, Solar-Fi LLC, or Red Oak LLC.

It is well established that a limited liability company (“LLC”) is deemed to be a citizen of each state of which its members are citizens. *See, e.g., Handelsman v. Bedford Vill. Assocs. L.P.*, 213 F.3d 48, 51-52 (2d Cir. 2000); *see also Altissima Ltd. v. One Niagara LLC*, No. 08-cv-756S(M), 2010 WL 3504798, at *2 (W.D.N.Y. Sept. 2, 2010) (noting that every other Court of Appeals to have considered LLC citizenship has held that an LLC has the citizenship of all of its

members). Thus, a complaint premised upon diversity of citizenship must allege the citizenship of natural persons who are members of an LLC and the place of incorporation and principal place of business of any corporate entities that are members of the LLC (including the citizenship of any members of the LLC that are themselves LLCs). *See Handelsman*, 213 F.3d at 51-52; *see also, e.g., In re Bank of Am. Corp. Sec., Derivative & ERISA Litig.*, 757 F. Supp. 2d 260, 334 n.17 (S.D.N.Y. 2010). In the present case, the Complaint fails to allege the citizenship of the members of Plaintiff ILYM Solar, LLC, Defendant Solar-Fi LLC, or Defendant Red Oak LLC.

Accordingly, it is hereby ORDERED that, on or before **December 16, 2024**, Plaintiffs shall amend the Complaint to allege the citizenship of each constituent person or entity comprising the Plaintiff and Defendant LLCs as well as the citizenship of all individual parties. If, by that date, Plaintiffs are unable to amend the Complaint to truthfully allege complete diversity of citizenship, then the Complaint will be dismissed for lack of subject matter jurisdiction without further notice to either party.

Dated: December 9, 2024
New York, New York

SO ORDERED.



JENNIFER L. ROCHON
United States District Judge